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-FILED-

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NONPROFIT
ARTICLES OF INCORPORATION
OF
DIRTBAG COLLECTIVE

The undersigned individual, acting as incorporator under the California Nonprofit Public Benefit Corporation Law, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Dirtbag Collective.

ARTICLE II

The corporation is a public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law public purposes. The corporation is organized and shall be operated exclusively for purposes permitted by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III

The specific purpose of the corporation is to receive and maintain a fund for the advancement of intercollegiate athletics at California State University Long Beach ("CSULB") and to enable CSULB student athletes to capitalize on their name, image and likeness ("NIL") by providing opportunities and resources from donors, fans, brands and other NIL sources.

ARTICLE IV

The name in this state of the corporation's initial agent for service of process is Cogency Global Inc.

ARTICLE V

The initial street address and mailing address of the corporation is 5318 E. 2nd Street #541 Long Beach, CA 90803.

ARTICLE VI

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Code Section 501(c)(4). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE VII

Upon dissolution or final liquidation of the corporation, after the payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to a nonprofit fund, foundation or corporation which has tax-exempt status under Section 501(c)(4) or Section 501(c)(3) of the Code, as the board of directors of the corporation shall determine.

ARTICLE VIII

No director or uncompensated officer shall be personally liable to the corporation for monetary damages for conduct as a director or officer, provided that this Article shall not eliminate or limit the liability of a director or officer for any act or omission for which such elimination of liability is not permitted under the California Nonprofit Public Benefit Corporation Law. No amendment to the California Nonprofit Public Benefit Corporation Law that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or officer for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE IX

The corporation shall indemnify to the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation. The corporation shall pay for or reimburse the reasonable expenses incurred by any such person in any such proceeding in advance of the final disposition after the board of directors has taken such action as required by ORS 65.404, including providing notice of the proposed indemnification to the Attorney General. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, agents, and fiduciaries that may be allowable under any statute, bylaw, agreement, general or specific action of the board of directors, or other document or arrangement.

ARTICLE X

All references in these Articles of Incorporation to sections of the Code, or the California Nonprofit Public Benefit Corporation Law shall be deemed to refer also to the corresponding provisions of any future federal tax or California nonprofit corporation laws.



DATED: September 13, 2024

Jennifer Baer Tuohy, Incorporator